



June 2007

## **Information Request Questions: Financial – Successor Liability**

1. Is [company] the successor to all liabilities, including those under the Comprehensive Environmental Response, Compensation and Liability Act, as amended, by the Superfund Amendments and Reauthorization Act of [affiliated company names]?
2. If your answer to number (1) above is "no", respond fully to the following questions:

Describe in detail [company]'s past and current relationship with [affiliated company names] and the facility located at [address or name]. Respond, for instance to each of the following questions.

- a. State the date on which [company] acquired ownership or an interest in [affiliated company names] and the facility. State the prior owners, if any, of [affiliated company names] and the facility. Submit a copy of all documents relating to [company]'s purchase of [affiliated company names] and the facility.
  - b. Did the company sell or otherwise divest itself of any stock, assets, or other interest in [affiliated company names] or any other company which operated a manufacturing facility at (address).
  - c. If the answer to (a) is "yes", fully describe the nature of the sale and/or transaction. State if the transaction consisted of a merger, consolidation, sale or transfer of assets, and submit all documents relating to such transaction, including all documents pertaining to any agreements, express or implied, for the purchasing corporation to assume the liabilities of the selling corporation.
  - d. Did [company name] retain the liabilities of the [affiliated company names] for events prior to the sale?
3. Describe the relationship between [company name] and the following:
    - a. affiliated company name
    - b. affiliated company name
    - c. affiliated company name
    - d. affiliated company name
  4. If [company name] has had any changes in company name, ownership or structure or has obtained an interest in or dissolved itself of an interest in any other corporation, subsidiary, division or other entity, identify such transaction. State if the transaction consisted of a merger, consolidation, sale or transfer of assets and submit all documents relating to such transactions included all documents pertaining to any agreements, express or implied, for the purchasing corporation to assume the liabilities of the selling corporation.
  5. Identify the respondent(s) to these questions.

6. For each and every question contained herein, identify all persons consulted in the preparation of the answer.
7. For each and every question contained herein, identify all documents consulted, examined, or referred to in the preparation of the answer or that contain information responsive to the question and provide true and accurate copies of all such documents.
8. Identify all changes in ownership relating to the Plant from \_\_\_\_\_ to the present including the date of the ownership change. If any owner was/is a corporation, identify if the corporation was a subsidiary or division of another corporation. In your identification of any corporation, it is requested that you provide the full corporate name, the state of incorporation, and all fictitious names used/held by that corporation.
9. For each owner that is a subsidiary of another corporation, it is requested that you provide a chart that details the corporate structure from this plant through all intermediary entities to the ultimate corporate parent. For purposes of this information request, the term "ultimate corporate parent" is to be the corporate entity that while owning or controlling the majority of the shares of common stock in a subsidiary corporation is not primarily owned/ controlled by another corporation.
10. For each change in ownership, describe the type of change, i.e. asset purchase, corporate merger or name change as well as the date of the change in ownership.
11. For all asset purchases identified, please provide a copy of the asset purchase agreement.
12. For all corporate mergers identified, please provide a copy of the merger document.
13. Provide a copy of the agreement of sale as well as all attachments and amendments to this agreement of sale including related agreements such as exclusive service contracts, not to compete agreements or consulting agreements, that document each asset sold as well as the consideration paid for each and every asset.
14. Identify all consideration paid for the assets. In identifying the consideration, provide the amount paid in cash, the amount paid in promissory notes or other form of debenture payable to the entity and/or officers, directors and/or shareholders of the entity selling the assets, the value associated with the assumption of liabilities (if assumption of liabilities are involved, you are also to identify the types of liabilities assumed), the value associated with the performance of services, the value associated with shares of stock exchanged as part of the sale, and the type and value associated with any other form of consideration not identified above.
15. For all promissory notes or other form of debenture identified in [#] above, has there been a renegotiation of the terms and conditions relating to this debt. If there has, describe the changes made and provide documentation that substantiates these changes. Furthermore, if any payment was late, reduced or is in arrears identify the amount of the payment, the original due date of the payment, and the number of days in arrears.
16. Identify if any law suit has been filed against the current owner of the assets for activities conducted prior to the acquisition of the assets. In your response, identify the plaintiff(s), defendant(s), the type of action, the docket number of the case, the court that the case was filed in and the present status of the case.
17. Are there any indemnification agreements associated with the sale of assets? If yes, has there been any attempt to activate these agreements. Describe the circumstances surrounding each attempt to activate the indemnification agreement, the current status of each attempt and if the attempt was resolved, describe the final resolution of each attempt.

18. Provide copies of any appraisals and all documents that support the appraisal's findings for each appraisal that was relied upon for this sale as well as any and all appraisals that were conducted during a four year period that begins two years prior to the sale and concludes two years after the sale.
19. Identify the number of people working at this location one year before the sale and one year after the sale. For those employees who continued to work there, were sick-leave and vacation time accrued prior to the sale carried forward after the sale?
20. Identify the number, names and positions held of all senior management officials one year before the sale and one year after the sale.
21. Identify all plant processes, manufacturing methods and/or procedures that were in effect prior to the asset acquisition that were discontinued after the acquisition of the assets. For all discontinued activities identify when the activities were discontinued.
22. Identify the shareholders of the corporation that sold the assets and the shareholders of the corporation that purchased the assets. If the shareholders are different, is there now or was there at the time of sale any relationship between the two groups of shareholders other than that of seller/buyer.
23. Identify all intangibles purchased by this asset sale. Your response is to include but not be limited to Goodwill, client lists, all trademarks, patents and copyrights as well as exclusive rights to market products, sales territories and rights to fictitious names.
24. Has the value assigned to the intangibles described in [#] above been revalued or discontinued. If yes describe the date of the action and the circumstances associated with the action.
25. Identify all plant processes, manufacturing methods and/or procedures that were conducted subsequent to the sale but which took place at a different location after the sale. In your response identify where the action previously took place; where it was relocated to. Also identify if the action was conducted at the new location prior to the sale; if any and all equipment acquired during the sale that was moved to the new location. If employees previously employed at the old location were utilized at the new location describe the total number of employees involved in the process at the prior location, the number of employees utilized in the process at the new location and the number of employees utilized at the old location that were utilized at the new location.
26. Identify all creditors that were advised of the sale of assets prior to the sale.
27. Identify all actions taken to comply with the provisions regarding Bulk Sales Laws.
28. If any of the documents solicited in this information request are no longer available, please indicate the reason why they are no longer available. If the records were destroyed, provide us with the following:
  - a. Your document retention policy.
  - b. A description of how the records were destroyed (burned, archived, trashed, etc.) and the approximate date of destruction.
  - c. A description of the type of information that would have been contained in the documents.
  - d. The name, job title and most current address known by you of the person(s) who would have produced these documents; the person(s) who would have been responsible for the retention of these documents; and the person(s) who would have been responsible for the destruction of these documents.

29. Did Respondent file tax returns or financial statements on behalf of its subsidiaries at any time from [date] to the present? If so, please provide copies of those tax returns and financial statements.
30. List the complete legal names of the corporations created, renamed, merged, or dissolved through such transactions and identify which such action applies to which corporation.
31. Identify the assets sold, including without limitation customer lists, real estate, buildings, and inventory.
32. Indicate the nature and amount of the consideration (e.g., cash, stock, note, etc.) paid or promised for such transactions).
33. List the addresses of where the seller had conducted business prior to the transaction and the buyer conducted business following the transaction.
34. Identify the managers of the seller's business and the managers of the buyer's business at such locations.
35. State the total number of seller's and buyer's employees at such locations, and indicate the percentage of seller's employees retained by buyer.
36. Describe the nature of the seller's business and the nature of the buyer's business, including whether the buyer held itself out to the public as the same entity as the seller.
37. List the names of the officers, directors, and majority shareholders of the seller and of the buyer.
38. Describe in detail whether [corporation] ceased operations, liquidated or dissolved or otherwise changed its operations after the transaction, and the dates of any such actions.
39. List the names and former positions or titles of the Respondent's officers after the transaction that were formerly officers, directors, shareholders or employees of [corporation].
40. List the names and former positions or titles of any of [corporation's] employees, shareholders, officers or directors that served as a consultant, or in a consulting capacity, to Respondent after the transaction. Describe in detail the nature of the consulting relationship.
41. Describe in detail whether, after the transaction, the Respondent continued to use any bank, savings and loan or other financial institution with which [corporation] did business.
42. Describe in detail whether, after the transaction, the Respondent continued to use any insurance, surety, bonding, or similar company which covered [corporation] business operations.
43. Identify all persons owning over 5% of the stock in the successor and successor corporations and state their managerial or director role, if any.
44.
  - a. Describe any sales of assets, stock, or property of Company A, either as a subsidiary or division of Company B, or Company C, to Company D or Company E. Identify the dates of any such transactions, the parties involved, and describe the nature and terms of the transaction(s).
  - b. Provide copies of all documents related to transactions described in preceding question.